G. HOPKINS GUY, III (STATE BAR NO. 124811)
ERIC L. WESENBERG (STATE BAR NO. 139696)
RORY G. BENS (STATE BAR NO. 201674)
GABRIEL M. RAMSEY (STATE BAR NO. 209218)
PETER J. O'ROURKE (STATE BAR NO. 227164)
ORRICK, HERRINGTON & SUTCLIFFE LLP
1000 Marsh Road
Menlo Park, CA 94025
Telephone: 650-614-7400
Facsimile: 650-614-7401

Attorneys for Plaintiff
AFFINITY ENGINES, INC.

UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA

SAN JOSE DIVISION

GOOGLE, INC., a Delaware corporation, Plaintiff, v. AFFINITY ENGINES, INC., a Delaware corporation, Defendant.	CASE NO. C 05-0598 JW (HRL) **AFFINITY ENGINES, INC.'S MISCELLANEOUS ADMINISTRATIVE REQUEST TO FILE UNDER SEAL PURSUANT TO LOCAL RULES 7-10(b) AND 79-5:** **(1) UNREDACTED REPLY BRIEF IN SUPPORT OF AFFINITY ENGINES, INC.'S MOTION TO DISMISS AND/OR STAY PROCEEDINGS;** **(2) EXHIBITS B, C, D AND E TO THE DECLARATION OF GABRIEL M. RAMSEY IN SUPPORT OF AFFINITY ENGINES, INC.'S MOTION TO DISMISS AND/OR STAY PROCEEDINGS** **Date: May 9, 2005** **Time: 9:00 a.m.** **Judge: Honorable James Ware**

Pursuant to Rule 26(c) of the Federal Rules of Civil Procedure, Civil Local Rules 79-5 and 7-10(b), and the Court's inherent authority over its own files and records, defendant Affinity Engines, Inc. ("AEI") files this Miscellaneous Administrative Request for an order sealing documents submitted to the Court.

Specifically, AEI requests that the Court seal the following documents:

(1) Unredacted Reply Brief in Support of Affinity Engines, Inc.'s Motion to Dismiss and/or Stay Proceedings

(2) Exhibits B, C, D and E to the Declaration of Gabriel M. Ramsey in Support of Reply Brief to Affinity Engines, Inc.'s Motion to Dismiss and/or Stay Proceedings

AEI's Reply Brief is being submitted for filing under seal because it quotes and references documents that both AEI and Google Inc. have designated "Highly Confidential – Attorneys' Eyes Only" under the terms of the protective order entered in the pending state court case. [Declaration of Peter J. O'Rourke in Support of AEI's Miscellaneous Administrative Request to File Under Seal ("O'Rourke Decl.") ¶ 3]. Specifically, the reply brief quotes and references documents which contain sensitive, confidential business information. Both parties have designated these documents as "Highly Confidential – Attorneys' Eyes Only" under the terms of the state court Protective Order. [*Id.*]

For this reason, AEI has submitted its Reply Brief in redacted and unredacted forms. In the redacted version, for public filing, confidential and sensitive information has been concealed. The unredacted version of the Reply is designated "Highly Confidential – Attorneys' Eyes Only" by AEI. AEI respectfully requests that the Court authorize the filing of the unredacted version of the Reply under seal pursuant to the terms of the state court Protective Order. AEI respectfully requests that only the redacted version of the Motion be filed publicly.

The Declaration of Gabriel M. Ramsey attaches as Exhibit B, a copy of an April 30, 2002 Retention Agreement designated "Highly Confidential – Attorneys' Eyes Only" under the terms of the state court Protective Order. [O'Rourke Decl. ¶ 4] Exhibits C and D to the declaration of Gabriel M. Ramsey are respectively copies of September 11, 2002 and July 9, 2003 assignments which AEI designated "Highly Confidential – Attorneys' Eyes Only" under the terms of the state court Protective Order. [*Id.*] Exhibits B, C and D to the Ramsey Declaration disclose AEI's confidential business information. [*Id.*] Exhibit E to the declaration of Gabriel M. Ramsey is a copy of portions of Orkut Buyukkokten's employment agreement with federal plaintiff Google, Inc. [*Id.*] Google has designated these documents as "Highly Confidential – Attorneys' Eyes Only" under the terms of the state court Protective Order. [*Id.*] For these reasons, AEI has submitted the Exhibits B, C, D and E to the Ramsey Declaration for filing under seal. AEI respectfully requests that the Court authorize the filing of these materials under seal under the terms of the Protective Order.

For the foregoing reasons, AEI respectfully requests that the Court authorize the filing of the aforementioned documents under seal under the terms of the state court Protective Order.

Dated: April 25, 2005

Respectfully submitted,

/s/ Peter J. O'Rourke
G. Hopkins Guy, III
Eric L. Wesenberg
Rory G. Bens
Gabriel M. Ramsey
Peter J. O'Rourke

Attorneys for Defendant Affinity Engines, Inc.